



V. Karthick
Company Secretary

No. 305, 3rd Floor, # 50,
Huligadri Renaissance Landmark,
10th Main, 17th Cross, Malleswaram,
Ph. : +91 80 2344 3844 Bangalore -560 055
Email : vk@vkarthick.com

Ref:

Dt. ~~May~~ 23, 2016.....

To,

**The Managing Director,
KALS INFORMATION SYSTEMS LIMITED
4/1, RUDRA CHAMBERS, 4TH MAIN,
9TH CROSS, MALLESWARAM,
BANGALORE-560003**

Subject: Disclosure of voting results of the Extra Ordinary General Meeting of KALS INFORMATION SYSTEMS LIMITED held on Thursday, 12th of May, 2016 and declaration of results of e-voting and poll along with the Scrutinizer's Report

Dear Sir/Madam,

1. I, V. Karthick, Practicing Company Secretary (PCS 4680) at Unit No. 305, 3rd Floor, # 50, Huligadri Renaissance Landmark, 10th Main, 17th Cross, Malleswaram, Bangalore - 560 055 was appointed as Scrutinizer by the Board of Directors of Kals Information Systems Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 (Amendment Rules 2015) in respect of below mentioned resolution, proposed at the Extra Ordinary General Meeting ("EGM") of the members of the Company held at 10:00 AM on Thursday, 12th May, 2016 at Canara Union Trust, 42, 8th Main, Malleswaram, Bangalore - 560003. I hereby submit my report as under.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolution proposed in the Notice of the EGM of the Company. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and to render a consolidated scrutinizer's report of the total votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company and the report generated for voting by use of ballots at the meeting.



3. I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting, to the Company, and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4) (xii) on the resolution contained in the Notice of the aforesaid EGM stated below:

"RESOLVED that pursuant to the provisions of Article 53 of the Articles of Association of the Company, Section 100 to 103 of the Companies Act, 1956, Sec 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956, the Companies Act, 2013 and Rules made thereunder, subject to confirmation by the Hon'ble High Court of Karnataka, and subject to other conditions as may be imposed by the High Court, the consent of the Company be and is hereby accorded to the Board for the following:

- a) Reduction of the paid up share capital of the company from Rs.5,34,49,000 (divided into 53,44,900 equity shares of Rs. 10/- each) to Rs.75,00,000/= (divided into 7,50,000 equity shares of Rs. 10 each) and
- b) The balance of Rs. 1,50,00,000 in Securities Premium Account be extinguished fully

AND THAT such Reduction of Capital and Securities Premium Account be effected by repayment of amount which is in excess of the wants of the Company with extinguishment thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such necessary acts, matters, deeds and things as are necessary to give effect to the above resolution."

4. The result of the voting is as under:

(COMBINED RESULTS OF E-VOTING AND POLL)

Item no: 1

Reduction of the share capital of the Company (Special Resolution)

- (i) Voted in favour of the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
9	5,27,300	17	19,87,597	25,14,897	100%



(ii) Voted against the resolution:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
0	0	1	1	1	NIL

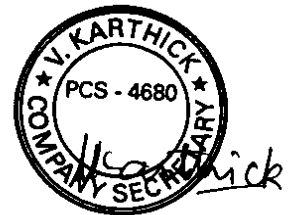
(iii) Invalid votes:

Number of members voted In E-Voting	Number of votes cast (Shares)- E Voting	Number of Members/Proxies voted- Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

There were about 15 Members (all together holding less than 1000 shares) who have not cast any vote.

All relevant records of electronic voting / Polling will remain in our safe custody until the Chairman considers, approves and signs the minutes of EGM and the same shall be handed over thereafter to the Chairman for the safe keeping.

Thanking You,
Yours Faithfully,



V. Karthick
ACS: 11910, CP NO:4680
Scrutinizer

Place: Bangalore
Dated: 13.05.2016